

Exhibit 7.3

Restructuring Transactions Notice

All Plan Exhibits are subject to all of the provisions of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (as subsequently modified or amended, the "Plan"), including, without limitation, Article 14.3, under which the Debtors have reserved the right to alter, amend, or modify the Plan or any Exhibits thereto under section 1127(a) of the Bankruptcy Code at any time prior to the Confirmation Date.

### **Restructuring Transactions Notice**

The Restructuring Transactions listed on the following schedule shall be implemented pursuant to the Plan as described, without limitation, in Article 7.3 of the Plan. Appropriate documentation of such transactions shall be filed with the appropriate governmental authorities as necessary under applicable law, subject to the terms of the Confirmation Order.

On or following the Confirmation Date, the Debtors or Reorganized Debtors, as the case may be, shall take such actions as may be necessary or appropriate to effect the relevant Restructuring Transactions as set forth in this Restructuring Transaction Notice, including, but not limited to, all of the transactions described in the Plan. Such actions may include without limitation: (a) the execution and delivery of appropriate agreements or other documents of merger, consolidation, or reorganization containing terms that are consistent with the terms of the Plan and that satisfy the requirements of applicable law, (b) the execution and delivery of appropriate instruments of transfer, assignment, assumption, guaranty, or delegation of any property, right, liability, duty, or obligation on terms consistent with the terms of the Plan, (c) the filing of appropriate certificates of incorporation, merger, or consolidation with the appropriate governmental authorities under applicable law, and (d) all other actions that such Debtors and/or Reorganized Debtors determine are necessary or appropriate, including the making of filings or recordings in connection with the relevant Restructuring Transactions.

The form of each Restructuring Transaction shall be determined, as necessary, by the boards of directors of a Debtor or Reorganized Debtor party to any Restructuring Transaction.

In the event that a Restructuring Transaction is a merger transaction, upon the consummation of such Restructuring Transaction, each party to such merger shall cease to exist as a separate corporate entity and thereafter the surviving Reorganized Debtor shall assume and perform the obligations of each merged Debtor, or Reorganized Debtor, as the case may be, under this Plan.

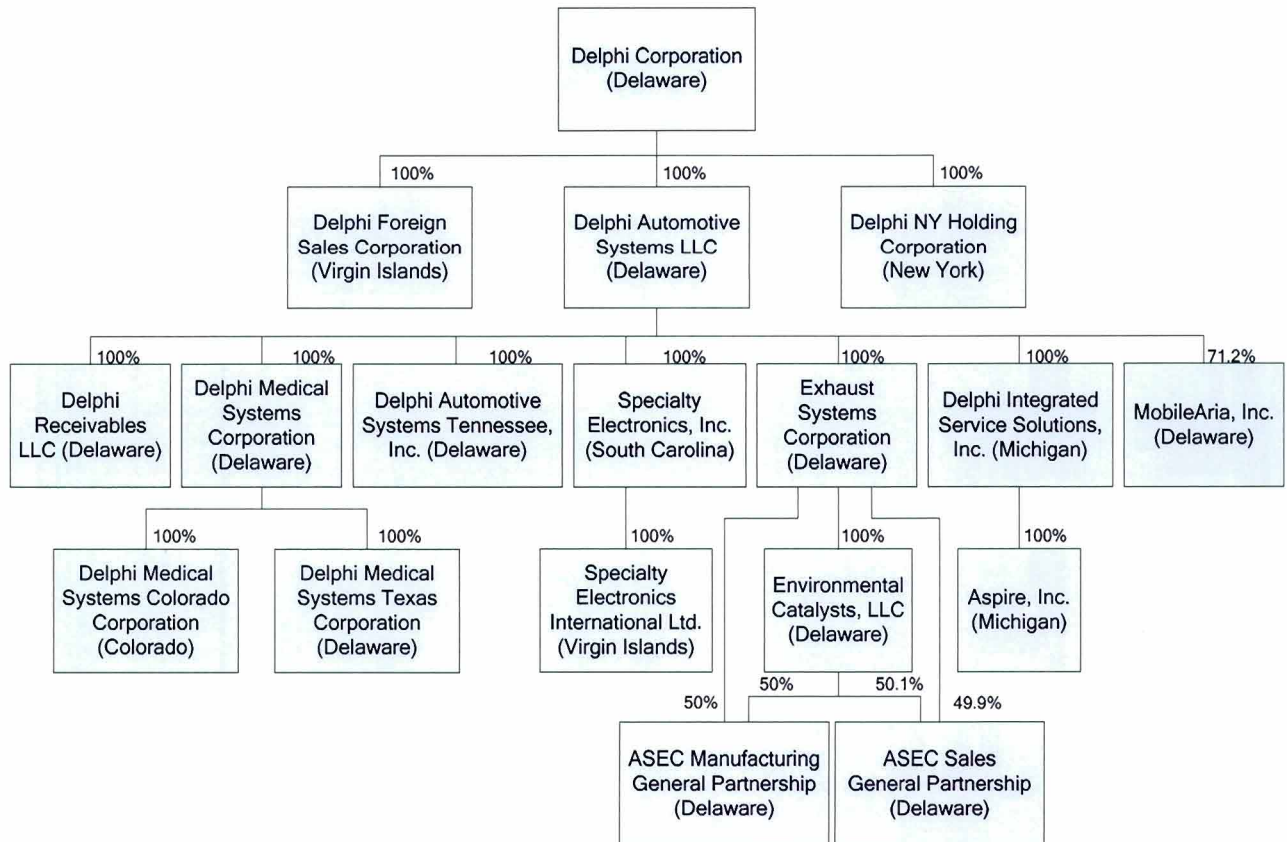
In the event that a Debtor or Reorganized Debtor is liquidated, the surviving successor entity (or the entity which owned the stock of such liquidating entity prior to such liquidation) shall assume and perform the obligations of such liquidating entity.

### Restructuring Transactions

<b>Restructuring Debtor</b>	<b>Restructuring Transaction</b>	<b>Surviving Party</b>
Delphi NY Holding Corporation	Liquidates into Delphi Corporation	Delphi Corporation
Delphi Foreign Sales Corporation	Liquidates into Delphi Corporation	Delphi Corporation
ASEC Manufacturing General Partnership	Liquidates into Exhaust Systems Corporation and Environmental Catalysts, LLC	Exhaust Systems Corporation and Environmental Catalysts, LLC
ASEC Sales General Partnership	Liquidates into Exhaust Systems Corporation and Environmental Catalysts, LLC	Exhaust Systems Corporation and Environmental Catalysts, LLC
Exhaust Systems Corporation	Liquidates into Delphi Automotive Systems LLC	Delphi Automotive Systems LLC
Environmental Catalysts, LLC	Liquidates into Delphi Automotive Systems LLC	Delphi Automotive Systems LLC
Delphi Automotive Systems Tennessee, Inc.	Liquidates into Delphi Automotive Systems LLC	Delphi Automotive Systems LLC
Delphi Receivables, LLC	Liquidates into Delphi Automotive Systems LLC	Delphi Automotive Systems LLC
MobileAria, Inc.	Liquidates into its shareholders, including Delphi Automotive Systems LLC	Delphi Automotive Systems LLC
Delphi Medical Systems Texas Corporation	Merges into Delphi Systems Colorado Corporation	Delphi Systems Colorado Corporation
Specialty Electronics International Limited	Liquidates into Specialty Electronics, Inc.	Specialty Electronics, Inc.
Aspire Inc.	Liquidates into Delphi Integrated Service Solutions, Inc.	Delphi Integrated Service Solutions, Inc.
Delphi Integrated Service Solutions, Inc.	Liquidates into Delphi Automotive Systems LLC	Delphi Automotive Systems LLC

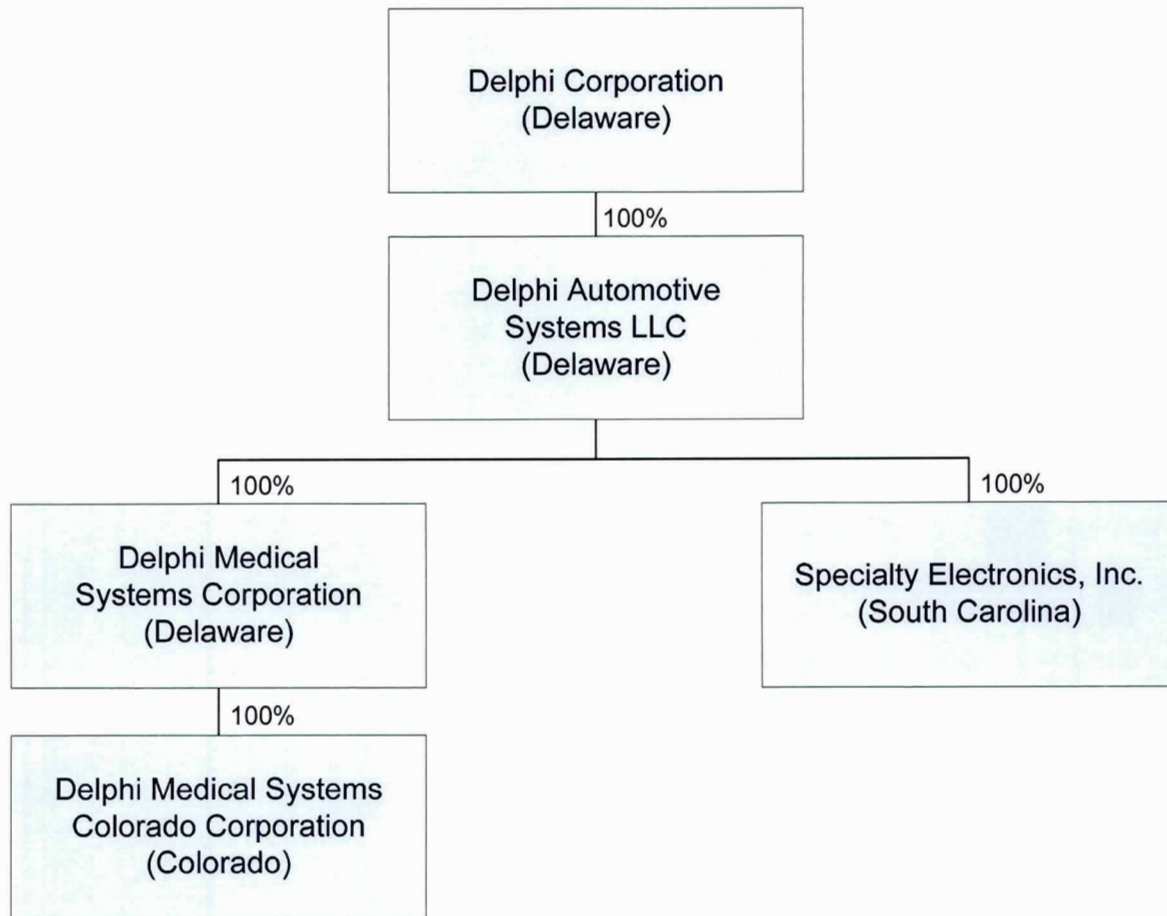
Set forth below are organizational charts indicating the relationship of the relevant entities described above both before and after the Restructuring Transactions. The Debtor entities that are not affected by the Restructuring Transactions described above do not appear on these organizational charts.

**Organizational Chart Prior To Restructuring Transactions (Affected U.S. Entities Only)**





**Organizational Chart After Restructuring Transactions (Affected U.S. Entities Only)**



In addition to the transactions described above, the Restructuring Transactions may include, but not be limited to, the consolidation and/or restructuring of the ownership, capital structure, and change of U.S. federal income tax classification of certain foreign subsidiaries (the "Foreign Restructuring Transactions"). In particular, the Debtors anticipate that Delphi Automotive Systems (Holding) Inc. ("DASHI"), Delphi International Holdings Corporation ("DIHC"), and certain of their non-debtor subsidiaries will be involved in various consolidation and/or restructuring transactions designed, among other things, to facilitate increased access to liquidity and to maximize structural efficiency. In connection with these transactions, the equity interests of certain non-U.S. entities will be owned by an indirect subsidiary of DASHI that currently owns the equity interests of many of the Debtors' European entities. The Foreign Restructuring Transactions will be structured as capital contributions and/or in exchange for various forms of consideration, including without limitation, debt and/or equity.

Set forth below is a current summary of the Foreign Restructuring Transactions and organizational charts indicating the relationship of the relevant entities both before and after the

Foreign Restructuring Transactions.<sup>1</sup> The entities that are not affected by the Foreign Restructuring Transactions described below do not appear on these organizational charts.

- Step 1:** DASHI forms a Luxembourg entity ("Lux Newco") and contributes all of its outstanding equity interests in Delphi Tychy Sp Zoo ("Tychy") and Delphi Poland ("Poland") to Lux Newco.
- Step 2:** DASHI and DIHC transfer their outstanding equity interests in the Foreign Transfer Subsidiaries,<sup>2</sup> and DASHI transfers all of its outstanding equity interests in Lux Newco, to Delphi International Holdings Corp. SCS, a Luxembourg company ("Lux SCS"), in exchange for a promissory note.<sup>3</sup>
- Step 3:** Lux SCS transfers all of its outstanding equity interests in Lux Newco to Delphi Holdings Luxembourg Sarl, a Luxembourg company ("Lux Sarl"), in exchange for additional equity interests in Lux Sarl.
- Step 4:** Lux SCS transfers its equity interests in the Foreign Transfer Subsidiaries to Lux Sarl in exchange for two promissory notes.<sup>4</sup>
- Step 5:** Each of the following Foreign Transfer Subsidiaries files an election to be treated as a disregarded entity for United States federal income tax purposes: Delphi Packard Electric Ceska Republic, Delphi Slovensko sro, DAS UK Limited, Delphi Diesel Systems Limited, and Delphi Automotive Systems Limited Sirketi.
- Step 6:** Lux Newco is liquidated with and into Lux Sarl.
- Step 7:** Lux Sarl transfers its equity interests in Poland to Tychy in exchange for Tychy assuming one of the promissory notes issued to Lux SCS in Step 4 above.

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<sup>1</sup> In addition to the Foreign Restructuring Transactions, certain non-Debtor entities may transfer their non-Debtor equity and/or debt interests to other non-Debtor entities. Only those transactions that affect Debtor entities, or Reorganized Debtor entities, as the case may be, directly are discussed herein.

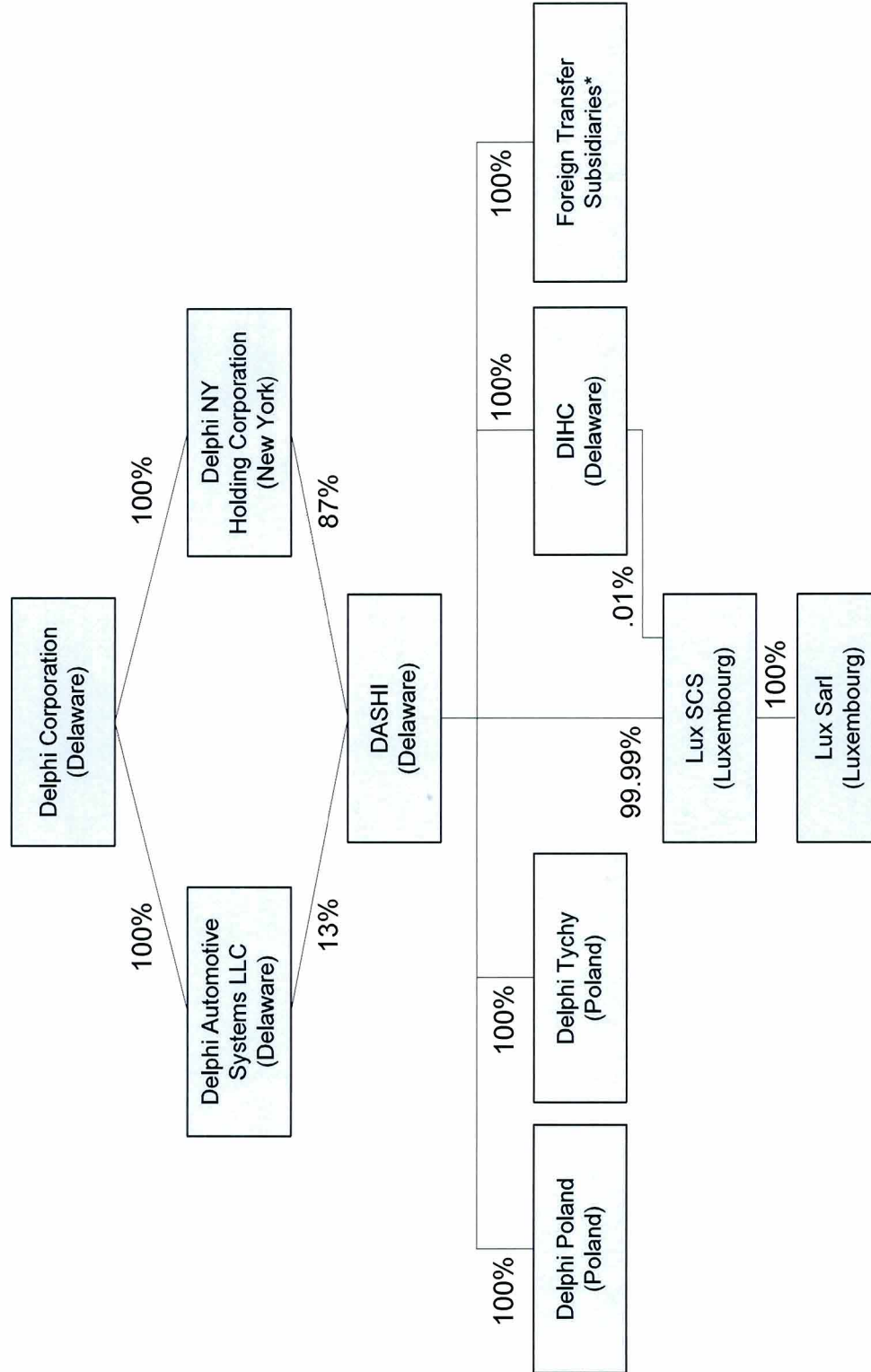
<sup>2</sup> The Foreign Transfer Subsidiaries include the following entities: Delphi Packard Electric Ceska Republic (Czech Republic), Delphi Packard Romania Srl (Romania), Delphi Holding Hungary Asset Management LLC (Hungary), Delphi Otomotiv Sistemleri Sanayi Ticaret AS (Turkey), Delphi Automotive Systems Limited Sirketi (Turkey), Delphi Slovensko sro (Slovakia), DAS UK Limited (United Kingdom), Delphi Diesel Systems Limited (United Kingdom), DAS Luxembourg SA (Luxembourg), DAS Sweden AB (Sweden), Delphi Belgium NV (Belgium), and DAS Morocco (Morocco). All of the interests in the Foreign Transfer Subsidiaries will be transferred by DASHI, with the exception of 37.5% of DAS Luxembourg SA and 35% of Delphi Packard Electric Ceska Republic, which will be transferred by DIHC.

<sup>3</sup> The promissory notes issued to DASHI and DIHC will be on "arm's length" terms and repaid pursuant to the terms thereof.

<sup>4</sup> The promissory notes issued to Lux SCS will be on "arm's length" terms and repaid pursuant to the terms thereof.

**Step 8:** Delphi France Holdings SAS may transfer its existing loan from Delphi Corporation to Lux Sarl.

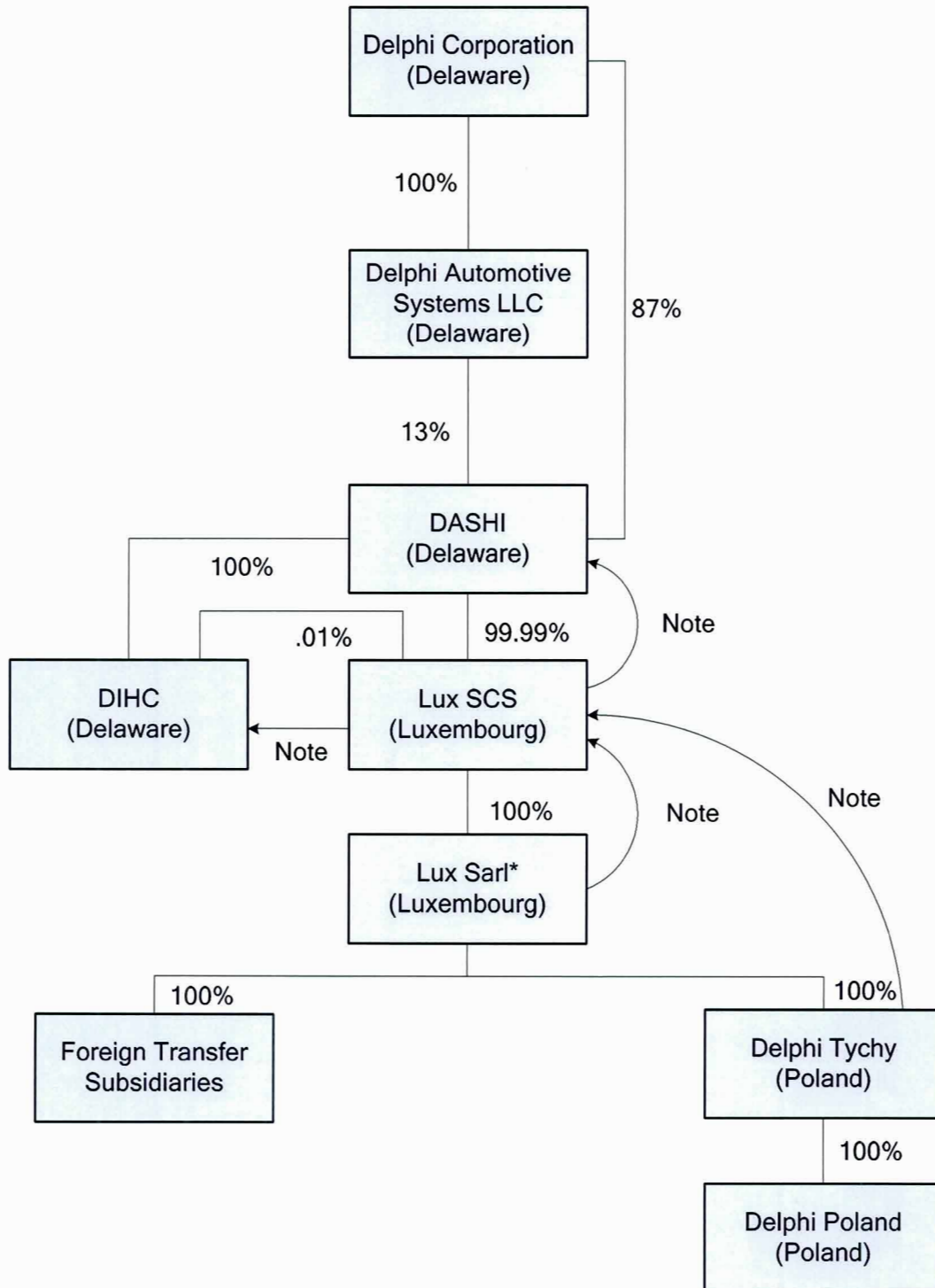
Organizational Chart Prior To Foreign Restructuring Transactions (Affected Entities Only)



\* DIHC owns 37.5%, and Delphi France Holdings S.A.S. owns 62.5%, of the outstanding interests in DAS Luxembourg S.A., a Foreign Transfer Subsidiary.



**Organizational Chart After Foreign Restructuring Transactions (Affected Entities Only)**



\* If Step 8 is implemented, Lux Sarl would hold and be the obligor under the pre-existing debt obligation of Delphi France Holdings S.A.S. to Delphi Corporation.